

RECORDATION NO. 24624-A FILED

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SEP 30 '03 5-22 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

September 30, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement (2003-C), dated as of September 30, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Lessor: CTDOT 2003-C Statutory Trust
c/o Wells Fargo Bank Northwest,
National Association
213 Court Street, Suite 902
Middletown, Connecticut 06457

Lessee: State of Connecticut
c/o Commissioner of Transportation
2800 Berlin Turnpike
P.O. Box 317546
Newington, Connecticut 06131-7546

Mr. Vernon A. Williams
September 30, 2003
Page 2

A description of the railroad equipment covered by the enclosed document
is:

40 railcars with CTDOT reporting marks and with road numbers as
specifically set forth on the Exhibit A to the filed document.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement (2003-C).

Also enclosed is a check in the amount of \$30.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/anm
Enclosures

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SEP 30 '03 4:22 PM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT (2003-C) dated as of September, 30 2003, between CTDOT 2003-C Statutory Trust (the "Lessor") and the STATE OF CONNECTICUT, (the "Lessee"). Capitalized terms used herein and not otherwise defined shall have the respective meanings set forth in Appendix A to the Participation Agreement (2003-C) dated as of September 30, 2003 among the State of Connecticut, as Lessee, CTDOT 2003-C Statutory Trust, as Lessor, Comerica Leasing Corporation, as Equity Investor, FSA Global Funding Limited, as Lender, Premier International Funding Co., as Debt Payment Undertaker and Wells Fargo Bank Northwest, National Association, as Trustee and in its individual capacity only to the extent expressly provided therein.

WHEREAS, Lessor and Lessee have entered into that certain Lease Agreement (2003-C) dated as of September 30, 2003 (the "Lease") as supplemented by that certain Lease Supplement (2003-C) dated September 30, 2003 (the "Supplement") (the terms of each of which are incorporated herein by reference), covering the commuter rail equipment identified in Schedule A hereto, bearing the equipment numbers of Lessee shown in said Schedule A;

WHEREAS, the Lease and the Supplement shall be effective as of the Closing Date; and

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

IN WITNESS WHEREOF, the parties wish to show for the public record the leasehold interest of the Lessee in said mass transit equipment, and accordingly have caused this memorandum to be executed by their officers thereunto authorized, as of the date first above written.

STATUTORY
CTDOT 2003-C_A TRUST

BY: WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, not in its
individual capacity, but solely as Trustee under
the Trust Agreement (2003-C)

By: _____

Name: MICHAEL D. HOGAN
Title: VICE PRESIDENT

STATE OF CONNECTICUT

By: _____

Name:
Title:

Authorized pursuant to Section 13b-34(h) of the
Connecticut General Statutes, as revised

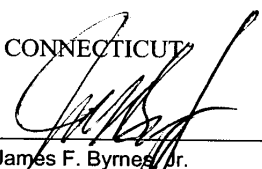
IN WITNESS WHEREOF, the parties wish to show for the public record the leasehold interest of the Lessee in said mass transit equipment, and accordingly have caused this memorandum to be executed by their officers thereunto authorized, as of the date first above written.

STATUTORY
CTDOT 2003-C^A TRUST

BY: WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, not in its
individual capacity, but solely as Trustee under
the Trust Agreement (2003-C)

By: _____
Name: _____
Title: _____

STATE OF CONNECTICUT

By:  _____
Name: James F. Byrnes, Jr.
Title: Commissioner of Transportation

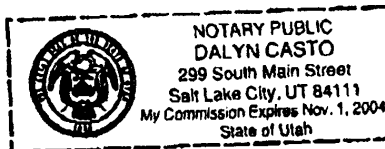
Authorized pursuant to Section 13b-34(h) of the
Connecticut General Statutes, as revised

STATE OF Utah)
)ss.:
COUNTY OF Salt Lake)

On this ____ day of September, 2003, before me personally appeared Michael Horgan, to me personally known, who, by me being duly sworn, says that he/she is the Vice-president of Wells Fargo Bank Northwest, National Association, that the foregoing instrument was signed on behalf of CTDOT 2003-C Statutory Trust by Wells Fargo Bank Northwest, National Association, as Trustee under the Trust Agreement (2003-C), and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said CTDOT 2003-C Statutory Trust and Wells Fargo Bank Northwest, National Association.

Dalyn Casto
Notary Public

My Commission Expires: _____



STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD) ss.: *Newington*

On this 25th day of September, 2003, before me personally appeared James F. Byrnes, Jr. to me personally known, who, by me being duly sworn, says that he is the Commissioner of Transportation of the State of Connecticut, that the foregoing instrument was signed on behalf of said State of Connecticut, and he acknowledges that he executed the same in the capacity therein stated and for the purposes therein contained.

Anne I. Deval
Notary Public
My Commission Expires: 6/30/04

EQUIPMENT LIST


Passenger Rail Equipment - Transit Rail Vehicles

<u>CAR TYPE</u>	<u>SUPPLIER</u>	<u>MODEL</u>	<u>CAR NO.</u>	<u>IN SERVICE DATE</u>
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8748A	July 12, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8749B	July 12, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8702A	July 24, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8703B	July 24, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8704A	July 22, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8705B	July 22, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8706A	August 29, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8707B	August 29, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8712A	October 16, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8713B	October 16, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8714A	October 15, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8715B	October 15, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8716A	November 14, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8717B	November 14, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8718A	November 14, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8719B	November 14, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8720A	December 10, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8721B	December 10, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8728A	February 13, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8729B	February 13, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8730A	February 12, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8731B	February 12, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8734A	March 15, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8735B	March 15, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8736A	April 4, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8737B	April 4, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8738A	April 6, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8739B	April 6, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8740A	May 10, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8741B	May 10, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8742A	May 10, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8743B	May 10, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8744A	June 7, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8745B	June 7, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8746A	June 7, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8747B	June 7, 1976
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8700A	May 15, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8701B	May 15, 1975
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8546A	October 24, 1973
Heavy Rail (Transit) Passenger Vehicle	General Electric	M2	8547B	October 24, 1973

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/30/03



Robert W. Alvord